4:07cr146 (1)

FILED
IN OPEN COURT
NOV 19 2007
CLERK, U.S. DISTRICT COURT
NORFOLK, VA

EXHIBIT 1

CORPORATE RESOLUTION

Upon motion duly made by Director William F. Peabody, seconded by Director Wilma I. Peabody, and unanimously carried by the affirmative vote of all the Directors present, the following resolutions were adopted:

RESOLVED, that PEABODY CORP., which has been the subject of an investigation by the United States Department of Justice, consents to a settlement of the investigation and will, in the Eastern District of Virginia, enter a plea of guilty to an Information charging PEABODY CORP. with Conspiracy to Harbor Illegal Aliens, in violation of Title 8, United States Code, Sections 1324(a)(1)(A)(v)(I) and 1324(a)(1)(B)(i), and False Representation of a Social Security Number, in violation of Title 42, United States Code, Section 408(a)(7)(B); and

RESOLVED FURTHER, that PEABODY CORP. will forfeit six million, two hundred fifty-eight thousand, six hundred and thirty-eight dollars ($6,258,638.00 USD), to the United States. This amount represents the direct proceeds of the conduct to which PEABODY CORP. is pleading guilty. The forfeiture will be completed in full within **30 days** from the date of entry of the guilty plea, in a manner acceptable to the United States; and

RESOLVED FURTHER, that PEABODY CORP. will pay criminal fines totaling five hundred thousand dollars ($500,000.00). The fines will be paid in full at the time of sentencing, or in a manner acceptable to the United States; and

RESOLVED FURTHER, that PEABODY CORP. will use the "Pilot Program" created by Department of Homeland Security and Social Security Administration to screen all employees for determining workforce eligibility for work with the defendant or any of its sister companies in a manner outlined in the plea agreement; and

RESOLVED FURTHER, that William Francis Peabody, the Chairman of the Board of Directors of this Corporation be, and hereby is, authorized to waive indictment, enter a plea of guilty to the Information, and agree to all terms of the plea agreement, including payment of fines and forfeiture, substantially in such form as reviewed by the Board of Directors at this meeting; and

RESOLVED FURTHER, that William Francis Peabody, the Chairman of the Board of Directors of this Corporation be, and hereby is, authorized to execute the plea agreement on behalf of the Corporation substantially in such form as reviewed by this Board of Directors at this meeting.

I, Wilma I. Peabody, hereby certify that I am the duly elected Secretary of PEABODY CORP.; that the foregoing is a full, true and correct copy of resolutions duly adopted by the Board of Directors of said Corporation, at a meeting thereof duly held at the office of the Corporation, in Newport News, Virginia, and have not been rescinded or revoked; and that the foregoing resolutions are not contrary to any provisions in the Articles of Incorporation or By-Laws of PEABODY CORP.

IN WITNESS WHEREOF, I have hereunto signed my name as Secretary and affixed the Seal of said Corporation this 19 day of NOV, 2007

Wilma I. Peabody
Secretary of the Board of Directors
PEABODY CORP.